

**AMENDED AND RESTATED CONSTITUTION AND
BYLAWS
OF
MUNICIPAL EMPLOYEES UNION “INDEPENDENT”, INC.
AS OF OCTOBER 17, 2004**

ARTICLE I
NAME

Section 1. Name. MUNICIPAL EMPLOYEES UNION “INDEPENDENT”, INC. (hereinafter referred to as the Union) is a nonstock corporation formed under the laws of the State of Connecticut. The Union is an affiliate of Service Employees International Union, AFL-CIO and is also known as Local 506 of Service Employees International Union.

ARTICLE II
MISSION AND PURPOSE

Section 1. Mission. Municipal Employees Union “Independent” is an organization united by the belief in the dignity and worth of workers and the services its members provide and dedicated to improving the lives of workers and their families and creating a more just and humane society.

Its members seek a stronger union to build power for themselves and to protect the people they serve.

Municipal Employees Union Independent’s members, of every race, ethnicity, religion, age, physical ability and sexual orientation, are the standard-bearers in the struggle for social and economic justice begun nearly a century ago by janitors who dared to dream beyond their daily hardships and to organize for economic security, dignity and respect.

Municipal Employees Union Independent’s vision of a society:

Where all workers and their families live and work in dignity.

Where work is fulfilling and fairly rewarded.

Where workers have a meaningful voice in decisions that affect them.

Where workers have the opportunity to develop their talents and skills.

Where the collective voice and power of workers is realized in democratic and progressive unions.

Where union solidarity stands firm against the forces of discrimination and hate and the unfair employment practices of exploitative employers.

Where government plays an active role in improving the lives of working people.

To achieve this vision:

We must organize unorganized service workers, extending to them the gains of unionism while securing control over our industries and labor markets.

We must build political power to ensure that workers' voices are heard at every level of government to create economic opportunity and foster social justice.

We must provide meaningful paths for member involvement and participation in strong, democratic unions.

We must develop highly trained and motivated leaders at every level of the union who reflect the membership in all its diversity.

We must bargain contracts that improve wages and working conditions, expand the role of workers in workplace decision making, and build a stronger union.

We must build coalitions and act in solidarity with other organizations who share our concern for social and economic justice.

We must engage in direct action that demonstrates our power and our determination to win.

To accomplish these goals we must be unified – inspired by a set of beliefs and principles that transcends our social and occupational diversity and guides our work.

We believe we can accomplish little as separate individuals, but that together we have the power to create a just society.

We believe unions are the means by which working people build power – by which ordinary people accomplish extraordinary things.

We believe their strength comes from our unity, and that we must not be divided by forces of discrimination based on gender, race, ethnicity, religion, age, physical ability, sexual orientation or immigration status.

We believe their power and effectiveness depend upon the active participation and commitment of our members, the development of our leaders, and solidarity with each other and our allies.

We believe we have a special mission to bring economic and social justice to those most exploited in their community – especially to women and workers of color.

We believe our future cannot be separated from that of workers in other parts of the world who struggle for economic justice, a decent life for their families, peace, dignity and democracy.

We believe unions are necessary for a democratic society to prevail, and that unions must participate in the political life of our society.

We believe we have a moral responsibility to leave the world a better place for our children – and everyone’s children.

Section 2. Objectives and Purposes. The objectives and purposes of Municipal Employees Union “Independent” shall be to benefit its members and improve their conditions by every means, including but not limited to:

- A. Securing of economic advantages, including better wages, hours and working conditions, through organization, collective bargaining, legislative and political action, and the utilization of other lawful means;
- B. By organizing and uniting in this Union all working men and women eligible for membership;
- C. By engaging in all such civic, social, political, legal, economic, cultural, educational, charitable, and other activities, whether on local, national, or international levels, as will advance this Union’s standing in the community and in the labor movement and further the interests of this organization and its membership, directly or indirectly;
- D. By advancing and strengthening the rights of working men and women to bargain collectively;
- E. By providing benefits and advantages to individual union members, officers, and employees through education, training, pensions, and welfare benefits;
- F. By cooperating with and assisting, by moral, monetary or other means, other labor organizations, whether or not affiliated with this International Union, or any other groups or organizations, having objectives, which are in any way related to similar to those of this Union, or which are of a nature beneficial to this Union or to its members, directly or indirectly;
- G. By strengthening and safeguarding this Union by every lawful means so that it may carry out its purposes, objectives and obligations;
- H. By utilizing, in every lawful way, including but not limited to every kind of use, expenditure and investment, the property and funds of this Union, in order to achieve its purposes and objects and perform its obligations, and for such other purposes directly or indirectly furthering the interests of this Union and its members; and
- I. By affiliating workers in independent organizations through agreements which recognize the long history, unique needs and traditions, and successes of such organizations, and making every effort possible to provide such organizations the same types of services which have benefited our existing members.

ARTICLE III
MEMBERSHIP

Section 1. Members. The Union shall consist of an unlimited number of members admitted to membership classification in Section 2.

Section 2. Classes of Membership. There shall be two classes of Members as follows:

Active Members. Any person actively employed by any state, municipal, or private employer is eligible for active membership. Active members shall be voting members. Upon retirement or separation from employment, a person shall no longer be eligible to retain active membership status. Approved leaves of absence from employment shall be considered active employment. Active members' dues shall be as established in Article VIII.

Retiree Members. Any person who formerly was actively employed by a municipal or private employer, who was an active member in MEUI, and who receives a pension as a retiree is eligible for status as a retiree member. Retiree members shall not have voting rights; however, a retiree member shall be eligible to hold office or to serve on the Executive Board and to vote as a member of the Board. Active members who retire from employment shall be converted to retiree status thirty (30) days after the effective date of retirement and be entitled to reduced dues, as applicable, to retiree members from time to time.

Section 3. Application Procedure. Any person eligible for membership who desires to become a member of this Union must complete and sign the Union membership application and file the application at the Union office, together with payment of an initiation fee in such amount as is, from time to time, established in Article VIII. All applicants shall be eligible for acceptance into the Union provided that they are members of a Municipal Employees Union Independent Bargaining Unit.

Section 4. Disputes Over Membership. Any dispute regarding membership or eligibility for membership shall be resolved by the President of the Union ("President") with the applicant having a right to appeal the President's decision to the Executive Board. Any such appeal shall be in writing and shall be sent or hand delivered to the Executive Board within ten (10) days following notice of the President's decision. The decision of the Executive Board shall be final and binding on the applicant and the Union to the full extent permitted by law.

ARTICLE IV
CONVENTIONS

Section 1. Annual Conventions. Union conventions shall be held annually at a time and place in Connecticut, designated by the President. Delegates, selected in accordance with the provisions of Section 6 of this Article IV, and the Executive Board Members are entitled, and

required, to attend all Union conventions. The Secretary of the Union (“Secretary”) shall serve personally or by mail a written notice of the time, date and location of the convention to all Delegates and Executive Board Members, not less than ten (10) days or more than sixty (60) days before such convention. At any convention at which all Delegates and Executive Board Members are present and at which no Delegate or Executive Board Member objects to the lack of notice, or at any convention where all Delegates or Executive Board Members not present have waived notice in writing, the notice requirement shall be waived. Members who are not Delegates may attend annual conventions but may not be recognized or speak at a convention and shall have no vote at a convention. Members are to be represented at conventions by their duly elected Delegates.

Section 2. Special Conventions. Special conventions may be called upon the request of the President or the vote of the Executive Board. A special convention shall be at such time and place as the President shall determine. Only delegates and Executive Board Members may attend special conventions. Only business within the purpose or purposes described in the convention notice may come before a special convention. Written notice of such convention shall be given to the Delegates and the Executive Board by the Secretary at least ten (10) days and no more than sixty (60) days before the date of the special convention. All other provisions of this Article shall apply to special conventions.

Section 3. Attendance at Annual Conventions. Delegates and the Executive Board Members shall be entitled, and required, to attend all annual conventions and shall receive notice thereof as set forth in Section 1 above. The Delegates selected by each Bargaining Unit shall represent that Bargaining Unit at all annual conventions.

Section 4 Quorum. At all conventions, those Delegates and Executive Board Members present, shall constitute a quorum for the transaction of business. Once a Delegate or Executive Board Member is represented for any purpose at a convention, he is deemed present for quorum purposes for the remainder of the meeting and for any adjournment of that convention.

Section 5. Convention Voting. Voting at all annual and special conventions shall be by Delegates and Executive Board Members present in person. Each Delegate and Executive Board Member shall have one (1) vote. Any person eligible to attend a convention by virtue of more than one position held in the Union (i.e. more than one officer position), shall have only one vote. At all conventions, all questions, unless specially regulated by statute or unless otherwise specifically set forth herein, shall be determined by a vote of fifty-one (51%) of those individuals entitled to vote present in person.

Section 6. Election of Delegates. Delegates shall be elected annually by each Bargaining Unit. No Member shall be elected as a Delegate to the convention unless such Member has been a Member in good standing in the Union for at least sixty (60) days prior to the date of the opening of the convention. “Good standing”, for purposes of these Bylaws, shall be defined to mean payment in full of monthly dues. No Bargaining Unit shall be entitled to representation at the convention unless it has been in existence for a period of at least sixty (60) days prior to the date of the opening of the convention.

Each Bargaining Unit shall appoint two (2) Delegates, plus one (1) additional Delegate for each fifteen (15) Members in excess of twenty-five (25) Members in good standing in the Bargaining Unit as of the date of election of Delegates; provided, however, that if a Bargaining Unit shall have only one Member, it shall have only one Delegate who shall be that sole Member. Any Steward (as defined in Article XI Section 1) in good standing who has attended all Bargaining Unit meetings during the preceding year (or had an excuse reasonably acceptable to the Executive Board for all absences from any required meetings) shall be entitled to one of the allotted Delegate positions from his respective Bargaining Unit. Each Bargaining Unit shall elect its Delegates at its annual meeting or at a regular or special meeting. Alternates may be elected in the same manner as Delegates. An alternate shall be entitled to be seated as a Delegate only in the event of the absence or incapacity of the Delegate for whom he is the alternate. In the event that a Bargaining Unit shall fail to elect or appoint the required number of Delegates, the President may appoint Members of the respective Bargaining Unit to fill such vacancies.

Section 7. Responsibilities of Delegates. Each Delegate shall be responsible for the following:

- (a) Attendance at and participation in the special and annual convention(s) for which he was elected;
- (b) Dissemination of information to Bargaining Unit Members, including information regarding Bargaining Unit matters and matters raised at annual conventions;
- (c) Representation of his Bargaining Unit Members at the annual convention for which he was elected.

Section 8. Proposed Resolution. Any Member may propose resolutions to be considered by a convention. A Member must forward written notice of any proposed resolution to the Secretary of the Union not less than thirty (30) days before the opening date of the convention. Notwithstanding the foregoing, resolutions may be proposed and presented to the convention by the President or the Executive Board without such notice.

Section 9. Delegate Qualification. Objections to the qualification of any Delegate nominee may be raised by any Member and shall be forwarded to the President, in writing, at least ten (10) days before the opening date of the convention, but the absence of any objection shall not prevent the Executive Board from disqualifying, for good cause, any individual from serving as a Delegate. The Executive Board shall approve or reject any Delegate nominee for which written objection is filed.

Section 10. Order of Business. Unless varied by the President, the normal order of business at conventions shall be:

- (a) Roll call of Delegates and Executive Board Members;
- (b) Officers' reports;
- (c) Executive Board report;
- (d) Committee reports;
- (e) Old business;
- (f) Election of officers;

- (g) Discussion of and voting on proposed resolutions; and
- (h) Other new business.

Section 11. Consents. Whenever the vote is required to be taken at an annual or special , the convention and the vote may be dispensed with if all of the Delegates and Executive Board Members entitled to vote at the convention, if it were held, shall consent in writing to such actions being taken.

Section 12. Parliamentary Procedure. Robert’s Rules shall apply to parliamentary questions. A parliamentarian designated by the Executive Board before the convention will make rulings on questions of parliamentary procedure.

ARTICLE V OFFICERS

Section 1. Officers. The officers of the Union (“Officers”) shall be a President, a Secretary, Treasurer and at least three (3) Trustees. For every one thousand Members in excess of the initial one thousand Members, an additional Trustee shall be elected or appointed. Any individual may contemporaneously serve in more than one officer position but said individual shall have only one vote regardless of how many positions he holds.

Section 2. Time of Election. The Officers of the Union shall be elected by the Delegates at an annual Union convention.

Section 3. Term of Office. The Officers shall hold office for a term of four (4) years, unless removed as hereinafter provided, or unless an Officer resigns or until their successors have been duly elected and installed in office; provided, however, that an Officer shall hold office only during such period as he is a Member in good standing.

Section 4. Eligibility. No Member shall be eligible for nomination or election as an Officer unless he shall have been in continuous good standing in the Union for a period of two (2) years immediately preceding the opening of the convention. An Officer must remain a Member in good standing during the term of his office.

Section 5. Election Procedure. Any Member who wishes to be nominated as an Officer shall forward his name in writing to the Secretary and any Member may nominate another Member by submitting said Member’s name in writing to the Secretary, which notices must be received by the Secretary not less than thirty (30) days before the opening date of the annual convention and which must designate a specific office. No person shall be nominated from the floor for a position as Officer unless no other eligible person has been nominated for such position.

Elections shall be by voice vote or written ballot. The candidate receiving a majority of votes cast for any office shall be declared elected.

In the event that more than two (2) candidates are nominated for office and no one candidate receives a majority of the votes cast, the candidate receiving the lowest number shall be eliminated and the balloting shall continue until one candidate receives a majority of the votes cast.

Section 6. Installation. The newly-elected Officers shall immediately begin the term of office and be installed in office at the convention at which they were elected; provided, however, if such newly-elected officer is not present at the convention, he shall be installed in office within thirty (30) days following the date of the election.

Section 7. Disqualification. No person who has been convicted of a felony as defined in Section 504 of the Landrum Griffin Act (or an indictable offense in Canada) shall, from the date of the judgment of the trial court, or the date of the final sustaining of such judgment on appeal, whichever is the later event, be eligible to hold office in this Union for (5) years following such conviction or following the end of an imprisonment, whichever is the later.

Section 8. Vacancies. In the event the office of President, Secretary, Treasurer, Trustee, or any other office becomes vacant for any reason whatsoever, the vacancy may be filled for the period from which it becomes vacant until the next immediate annual convention by action of the sole remaining members of the Executive Board, although such remaining members are less than a quorum, and although the number of members acting is less than a quorum, and although such majority is less than a quorum. At the annual convention next following the occurrence of any such vacancy, the office so vacant shall be filled at the convention as set forth in these Bylaws.

Section 9. Removal. An Officer may be removed at any time by the Executive Board with cause. For the purpose of the Executive Board taking such action, the Officer at issue shall not be entitled to vote on the issue as a member of the Executive Board or attend the meeting(s) at which such member's status is discussed and the majority vote of the remaining members of the Executive Board present at the meeting is sufficient to remove said Officer. Once an individual is removed from office, he is no longer a member of the Executive Board.

Section 10. Resignation. An Officer may resign at any time by delivering written notice to the Union. The resignation of an individual from his officer position shall also serve as a resignation from the Executive Board. A resignation is effective when written notice is delivered unless the notice specifies a later effective date.

Section 11. Duties of President. The President shall serve as the executive director of the Union. The President shall preside at all conventions of the Union and at all meetings of the Executive Board. The President shall be the chief executive officer of the Union. He shall exercise general supervision over all officers and employees of the Union, and shall appoint such organizers and/or staff representatives as may be necessary, subject to the approval of the Executive Board. He shall, by virtue of his office, be an ex-officio member of all committees. The President shall have exclusive authority to hire and dismiss employees of the Union. The President shall be authorized to issue public statements, documents, and newspaper releases as the need arises, and no member of the Union shall be authorized to make such statements or releases on behalf of the Union without the prior written approval of the President.

In addition to such general authority and without limiting such authority, the President also shall have authority to:

- (a) vote to make and then to break a tie in case of a tie vote on any question before the Executive Board;
- (b) arrange meetings, seminars and conferences as he may deem necessary; and shall direct the research, educational, legislative, publications and political education activities of the Union. The Secretary shall make the necessary arrangements on instructions from the President;
- (c) have general supervision and direction of the organizing efforts of this Union and the power to appoint organizers, representatives, coordinators and organizing committees;
- (d) negotiate and enter into collective bargaining agreements, and coordinate activities toward this end in consultation with the Executive Board; and,
- (e) annually, the President shall select a qualified accountant to review the books and accounts of the Union. A copy of the accountant's report shall be submitted to the Executive Board and a written report given at the convention.
- (f) Appoint such other assistants, counsel, accountants, and other professional personnel as the President may require to assist in the duties of the office and to fix their fees and compensation, with the advice of the Executive Board.
- (g) incur expenses on behalf of the Union as required for Union purposes provided that the Executive Board shall approve any individual capital expenditure which exceeds \$25,000.

Section 12. Duties of Secretary. The Secretary shall, with the assistance of the office staff and others as designated by the President, keep a true record of all proceedings of the Union, including reports of the Secretary. The Secretary shall also receive and keep all papers and documents and conduct the correspondence of the Union, and have charge of the seal of the Union; shall have responsibility for convention notices and calls and for making all convention arrangements. He shall also keep all membership records.

Section 13. Duties of Treasurer. The treasurer shall assist the President in the discharge of his duties and act as President in the absence or inability of the President to act until such vacancy in the office of President is filled by an election as provided for by these Bylaws. The Treasurer shall also preside at meetings when called upon by the President. In case of a vacancy in the offices of President and Treasurer, the Executive Board may designate a pro tempore President.

Section 14. Records. It shall be the duty of the Secretary/Treasurer to receive and record all monies due the Union and maintain such records. He shall accurately keep the accounts of the Union and its Members. He shall at all times make the books and records open for examination by the Trustees.

Section 15. Deposit of Funds. The Treasurer shall deposit all monies received in a depository or depositories designated by the Executive Board in the name of the Union. He shall

sign all checks and have them countersigned by the President. He shall keep regular and correct accounts of all money received and paid by him, and report at each meeting the balance of cash as shown by the last report, the amount received since, the total checks issued and authorized, and the balance remaining. His accounts shall be open for examination by the Trustees, any other Officer or any Delegate at any time.

Section 16. Duties of Trustees. The Trustees shall review the books and accounts of the Treasurer at least twice per year, including a verification of the bank accounts of the Union, and report their findings to the Executive Board and make an annual report at the annual convention.

Section 17. Compensation. The salaries of Officers and Union employees shall be such as may be, from time to time, set by the Executive Board. The Executive Board may enter into written contracts of employment with the Officers and employees on such terms as it deems reasonable and appropriate.

ARTICLE VI EXECUTIVE BOARD

Section 1. Composition. The Executive Board shall be equivalent to a Board of Directors and shall be composed of the officers of the Union (President, Secretary, Treasurer, and at least three (3) Trustees). The Executive Board shall at all times have at least three (3) members.

Section 2. Qualifications. No person shall be eligible to serve on the Executive Board unless he has been a Member in good standing for at least two (2) years, as required by Article V Section 4, and remains a Member in good standing throughout his term.

Section 3. Election of Executive Board Members. The members of the Executive Board, shall each serve for a term of four (4) years, unless such member is removed in accordance with the terms and provisions of these Bylaws or resigns, and shall be elected by the delegates at an annual convention.

Section 4. Duties of Executive Board. The general management and the control of the affairs, funds, and property of the Union shall be vested in the executive Board.

Section 5. Budget. The Executive Board shall approve and adopt an annual operating budget and the Executive Board shall control the disbursements of funds of the Union. The Treasurer shall make no disbursements without the authorization and/or approval of the Executive Board unless the disbursement constitutes a budgeted item included within the adopted budget of the Union. The Executive Board shall have the authority to approve budget amendments or transfers as voted from time to time. The Executive Board shall further have the power to appropriate funds to defray necessary expenses incurred during the budget year and not anticipated in the budget.

Section 6. Delegation to Committees. The Executive Board, by majority vote, may, from time to time, delegate certain of its powers and duties to committees, but such delegation shall be revocable by the Executive Board at any time. Each committee created by the Executive Board shall have serving on such committee at least two members of the Executive Board. Any committee established by the Executive Board may include individuals who are not Members of the union but who have special knowledge and experience which may be beneficial to the Union.

Section 7. Trial of Complaints. The Executive Board shall have the authority and power to receive and hear complaints filed against any Member and act as a trial body, pursuant to procedures established in these Bylaws.

Section 8. Regular Meetings. The Executive Board shall hold regular meetings at such time and place as it shall designate, from time to time. No notice of such meetings is required unless the purpose of the meeting includes the amendment, repeal or adoption of a bylaw, in which case, notice thereof must be given.

Section 9. Special Meetings. Special meetings of the Executive Board may be held upon the call of the President. The call for a special meeting need not designate the nature of the business to be transacted, and any business may be transacted at a special meeting, except that notice of the special meeting must include a description of the purpose of the meeting if the purpose is to propose the adoption, amendment or repeal of any bylaw of the Union.

Section 10. Quorum & Voting. Subject to the provisions of Article V Section 9, at any meeting of the Executive Board duly called, three (3) members of the Executive Board shall constitute a quorum for purposes of conducting business. Once a quorum has been established, all business may be transacted notwithstanding the withdrawal from the meeting of any member or members. If a quorum is present the vote of a majority of the members present shall be the act of the executive Board. Each member of the Executive Board shall have one (1) vote.

Section 11. Action Without Meeting of Executive Board. Action required or permitted to be taken at an Executive Board meeting may be taken without a meeting if the action is consented to in writing by all of the members of the Executive Board, which consent shall set forth the actions to be taken and shall be included in the minutes or filed with the corporate records of the Union.

Section 12. Removal of Executive Board Member. At the request of the President, or on their own initiative, the Executive Board by majority vote, at a special meeting or by mail-in vote in connection with such special meeting, which is called for the purpose of removing the Executive Board member, may remove an Executive Board member for cause. Notice of such meeting must be given at least ten (10) and no more than sixty (60) days before the meeting date and must include a description of the purpose for the meeting. For the purpose of the Executive Board taking such action, the Executive Board member at issue shall not be entitled to vote on the issue as a member of the Executive Board or attend the Executive Board meeting(s) at which such member's status is discussed and the majority vote of the remaining members of the Executive Board present at the meeting is sufficient to remove such Executive Board member.

Section 13. Vacancy on Executive Board. The remaining members of the Executive Board may fill any vacancies on the Executive Board by majority vote. In the event that the remaining members of the Executive Board do not constitute a quorum of the Board, then the vacancy may be filled by the affirmative vote of a majority of all the remaining Executive Board Members.

ARTICLE VII BARGAINING UNIT MEETINGS

Section 1. Bargaining Units. The Union shall consist of Bargaining Units as defined in Article IV, Section 4 and as approved from time to time by the Executive Board.

Section 2. Meeting of Bargaining Units. The Members of the Union within each Bargaining Unit shall meet at least annually and, in addition thereto, at regular intervals as determined by the President of the Union.

Section 3. Special Meetings. Special Bargaining Unit meetings may be called by the President, or a majority vote of the members of the Executive Board, and shall be called upon the written demand thereof signed by two thirds (2/3) of the Bargaining Unit Members in good standing, which writing shall set forth the intended purposed of the special meeting. A notice in writing of each special Bargaining Unit meeting shall be given to each Member of the Bargaining Unit by mailing such notice to him at his last known post office address last shown on the list of Members of the Union, postage prepaid, not less than ten (10) days nor more than sixty (60) days before the date of the meeting. The notice of the special meeting must include a description of the purpose or purposes for which the special meeting is called.

Section 4. Purposes of Bargaining Unit Meetings. Bargaining Unit meetings will be utilized to: disseminate information to Members; elect Delegates; and approve collective bargaining agreement. No action may be taken by any Bargaining Unit on matters affecting all Members of the Union.

Section 5. Quorum For Bargaining Unit Meeting. Those Members present at a Bargaining Unit Meeting either in person or by proxy together with those Members who participate in the Bargaining Unit vote by mail-in ballot shall constitute a quorum.

Section 6. Voting. All Active Members of a Bargaining Unit are entitled to vote at Bargaining Unit meetings. Each Member shall have one (1) vote. Voting may be either in person, by mail-in ballot (in accordance with the procedures established from time to time by the Executive Board) or by proxy. In the event that Members vote by mail, then the vote of such members voting by mail shall be determined from the total number of Members who actually vote by mail rather than from the total number of Members entitled to vote. The vote of fifty-one percent (51%) of Members voting either in person, by proxy or by mail-in vote shall be the act of the Bargaining Unit.

ARTICLE VIII
INITIATION FEES AND DUES

Section 1. Fees. Initiation fees, if any, shall be, in such an amount, as may be from time to time, established by the Executive Board and Delegates at an annual or special convention.

Section 2. Dues. The dues paid by Members shall be established and may be adjusted, from time to time, by a majority vote of the Executive Board and Delegates at a regular convention or special convention called for such purpose.

Section 3. Failure to Pay Dues. Any Member who shall fail to pay his dues for a period of two (2) months may be terminated as a Member of the Union and the Executive Board. Said Member shall be notified in writing by the Treasurer of the intent of the Executive Board to terminate his Union membership. If such Member fails to pay all overdue dues in full within thirty (30) days following such notice, the Union shall take such action as appropriate under the applicable collective bargaining agreement, which action may include termination of membership in the Union. Any Member who is not current in the payment of his dues shall not be considered a Member in good standing.

Section 4. Retiree Dues. Dues, if any, for Retiree Members shall be established by the Executive Board and Delegates, from time to time, at an annual or special convention.

ARTICLE IX
CHARGES & TRIALS

Section 1. Charges. Charges may be brought by any Member against any Officer or other Member for:

- (a) violation of any specific provision of the Union's Constitution or By-laws;
- (b) gross disloyalty to the Union;
- (c) engaging in corrupt or unethical practices or racketeering;
- (d) misappropriation of funds;
- (e) misfeasance or malfeasance; and/or,
- (f) preferring false charges without reasonable cause; and
- (g) failing to adhere to the provisions of Article XIII of these Bylaws.

Such charges shall be made in writing and actions thereon shall only be taken after notice and hearing. Charges must be signed by the complainant and be sufficiently specific to enable the respondent to prepare a defense.

Section 2. Filing and Service. Within five (5) days after receipt of signed, written charges filed with the Treasurer, the Treasurer, shall cause a copy of the charges to be served upon the respondent, together with a notice of hearing. The hearing date and time may be changed for convenience of the participants.

Section 3. Charges Against Officers. When signed, written charges are filed against the Treasurer, then the President shall cause a copy of the charges and notice of hearing to be served on the Treasurer as respondent. When signed, written charges are filed against the President or Secretary or Trustees, the Treasurer shall proceed as set forth under Article IX, Section 2.

Section 4. Trial Body. The Executive Board of the Union shall act as the trial body. The respondent may appear in person and with witnesses to answer the charges against him and shall be afforded a fair opportunity to present relevant and material facts. The hearing shall be for fact finding and receiving evidence. The Executive Board shall apply the rules of evidence normally applied at arbitration hearings. Rulings on evidence by vote of the Executive Board shall be final. The respondent may select a member of the Union or an attorney to represent him in the presentation of the facts.

Section 5. Presentation of Evidence. The complainant or attorney for the complainant may present the complainant's evidence. If the charges, or any portion thereof, are sustained, the Executive Board shall render judgment and impose disciplinary sanctions. If the charges are not sustained, the charges shall be dismissed and the respondent restored to full status of membership or office.

Section 6. Report of Decision. The decision of the trial body shall be announced within a reasonable time thereafter and will also be reported to the next regular Bargaining Unit meeting. A copy of the Executive Board's decision shall be forwarded by certified mail to the respondent and to the person (s) who filed the written charges.

Section 7. Punishment. Any Member of the Union (against whom charges have been sustained) may be fined, suspended or expelled from the Union. In any case in which a respondent has been found guilty of charges, the Executive Board shall refer the matter to counsel of the Union for review of the proceedings to assure that minimal due process has been afforded. If counsel does not find that minimal due process has been afforded, he may overrule the Executive Board, and with instructions refer the charges back for rehearing. If, for any reason, a member of the Executive Board has asked to be disqualified or has a conflict of interest and cannot fairly hear the matter, then the President shall designate a person or persons from among the Chief Stewards or Stewards to serve on the Executive Board for the purpose of such hearing. If the President is the subject of the charges, then the Treasurer shall make such designation.

ARTICLE X SEAL

Section 1. Union Seal. Any Officer or Member of the Union who illegally issues or supplies, or aids in illegally issuing or supplying, a Union label or seal shall be legally prosecuted and barred from membership in the Union.

ARTICLE XI
STEWARDS

Section 1. As the conditions require, stewards shall be selected to represent Union members. All stewards will serve a four year term. The method of selection shall be as follows:

By a vote of members at the work site in an election conducted under the auspices of the Executive Board and after approval of results by the Executive Board.

If the Executive Board denies approval of a new Steward, that member has the right to appeal said decision. The member will be notified via mail within ten (10) business days after said decision. The member may come in front of the Executive Board to state their claim as to why they should be approved as a Steward at the next Executive Board meeting.

If a steward resigns or is otherwise removed during his/her term, a special election shall be held by vote of members at the worksite in order to elect a steward to complete said term. All current Steward terms shall end December 31, 2005. After duly held elections new Steward terms shall commence on January 1, 2006 and be held every four years thereafter.

Section 2. The Executive Board shall be responsible for and have final authority for developing policies and plans concerning all aspects of the Union's steward system, including the selection, duties, activities, training, meeting and removal of stewards/chief stewards.

Section 3. Where conditions warrant, the Executive Board may appoint a chief steward who shall be responsible for coordination of Union matters in his/her respective department or facility and for matters specifically designated by the Executive Board, i.e., stewards, contract administration.

Section 3a. It shall be the duty of a steward to:

- (a) Represent members in dealing with the first line supervision;
- (b) In conjunction with the Staff Representative, to assure that all grievances conform to and are in accordance with current Union policy and contract language.
- (c) Act as contact person between the Union and the members.
- (d) Extend and maintain Union membership;
- (e) Inform his/her group of important Union issues;
- (f) Report on all matters affecting his/her group to chief steward, Staff Representative, Executive Board;
- (g) Participate in Union activities, i.e., training sessions, and membership meetings as required by the Executive Board
- (h) Maintain union bulletin board, if space available;

- (i) Ensure every new member has been given a membership card and existing contract and bylaws

Section 4. A steward or chief steward may be involuntarily removed by vote of the Executive Board after a Stewards Policy and Review Committee hearing and written recommendation finding just cause for removal. The involuntary removal of a steward/chief steward shall be by a majority vote of the entire Executive Board. Should the Executive Board overrule a Stewards Policy and Review Committee recommendation regarding a steward/chief steward, the reasons shall be issued in writing to the Stewards Policy and Review Committee and to the affected steward.

Section 5. Normal procedure for removal of a steward or chief steward shall be the following:

- (a) Stewards/chief stewards may submit written resignation to the Executive Board.
- (b) Any member at a facility may petition the Stewards Policy and Review Committee to remove his/her steward/chief steward. The petition must be in writing and contain specific reasons the member requests removal of the steward; and
- (c) Any other steward, officer, trustee or staff representative may in a writing to the Executive Board seek removal of a steward/chief steward. This request will be referred to the Stewards Policy and Review Committee for hearing in the same manner as a member petition.

Section 6. Process for removal of a steward/chief steward by petition shall be as follows:

- (a) Such petition shall be made in writing and action thereon shall only be taken after notice and an opportunity for a hearing. A petition must be signed by the member complainant and be sufficiently specific to enable the respondent steward to prepare a defense. The petition will be filed with the Union's Secretary within 180 days of the occurrence of the reason for seeking removal;
- (b) Upon receipt of such petition, the Secretary shall, within five (5) business days after receipt of the signed, written petition, cause a copy of the petition to be served on the respondent by certified mail, return receipt requested, and Stewards Policy and Review Committee.
- (c) The Stewards Policy and Review Committee shall schedule a fact-finding hearing with the complaining member(s) who filed the petition and the respondent steward. Such hearing shall be held within thirty (30) business days of the receipt of the petition by the Stewards Policy and Review Committee after reasonable notice of the day and time of the complaining member(s) and respondent steward;
- (d) Member(s) who have petitioned to remove a steward shall attend the Stewards Policy and Review Committee hearing to substantiate their allegations against

the steward with witnesses, documentation, etc. The respondent steward shall be allowed to bring documentation and witnesses to testify on his/her behalf. Those who provide evidence shall be placed under oath. The respondent may select a member of the Union to represent him/her in the presentation of the facts;

- (e) The Stewards Policy and Review Committee of the Union shall act as the fact-finders. The hearing shall be solely for fact-finding, receiving evidence and making a recommendation to the Executive Board. The Stewards Policy and Review Committee shall apply the rules of evidence normally applied at arbitration hearings. A Stewards Policy and Review Committee report and recommendation for action based on evidence presented shall be sent to the Executive Board;
- (f) Member(s) who have petitioned to remove a steward shall be granted one postponement of such hearing for inconvenience. Any party may request a continuance for good cause other than inconvenience.
- (g) If, after a second scheduled Stewards Policy and Review Committee hearing, the member(s) fail to appear to substantiate their petition, the Stewards Policy and Review Committee shall deny the petition with no action taken and forward the recommendation to the Executive Board.
- (h) The Stewards Policy and Review Committee shall send a copy of its written report via certified mail, return receipt requested, to the member and steward/chief steward involved, including its recommendation to the Executive Board for resolving such petition. In the event a petition has been filed by more than one member, one member will be designated by the petitioning members to receive a copy of the written report and recommendation by certified mail;
- (i) The Stewards Policy and Review Committee shall issue its report and recommendation within thirty (30) calendar days after the close of the hearing. An extension of time may be requested from the Executive Board for good reason.
- (j) Any steward removed by the Executive Board upon receipt of the report and recommendation shall not be eligible for re-appointment or re-election for a period not less than two years.

ARTICLE XII
STEWARDS POLICY
AND REVIEW COMMITTEE

Section 1. There shall be a Stewards Policy and Review Committee composed of a minimum of three (3) Stewards and a maximum of Seven (7) Stewards, all of whom are Union members in good standing and who have served as stewards for a minimum of two (2) consecutive years before appointment to the Stewards Policy and Review Committee.

Section 2. The Stewards Policy and Review Committee shall have the authority:

- (a) to study and advise the Executive Board on issues related to the Union steward system submitted to the Stewards Policy and Review Committee by the Executive Board; and,
- (b) To file reports and make recommendations for discipline of stewards/chief stewards up to and including removal of a steward/chief steward for just cause.

Section 3. The Stewards Policy and Review Committee shall hold meetings at the Union office as needed or when requested by the Executive Board.

Section 4. At any meeting of the Stewards Policy and Review Committee duly called or at any hearing, a majority of the Stewards of the Stewards Policy and Review Committee as then composed, shall constitute a quorum for purposes of conducting business. Once a quorum has been established, all business may be transacted notwithstanding the withdrawal from the meeting of any member or members to cause less than a majority of the membership of the committee to be present. Action of the Stewards Policy and Review Committee shall require the vote of a simple majority of the Stewards present.

Section 5. The Stewards Policy and Review Committee, upon concluding hearing on a petition, shall promptly notify the Executive Board by a written report and recommendation.

ARTICLE XIII INDEMNIFICATION

Section 1. Indemnification. Except as otherwise provided in this Article, the Union shall indemnify, to the full extent provided by law, any person who was or is a party, or was threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, including suits for negligence whether civil, or investigative, other than an action by or in the right of the Union, by reason of the fact that he, or the person chosen by said individual as legal representative, is or was an Executive Board member, Officer, employee or agent of the Union, or is or was serving at the request of the Union as an Executive Board Member, Officer, employee or agent against claims, suits, judgments, fines, amounts paid in settlement and expenses, including attorneys fees, actually and reasonably incurred by him and the person who legal representative he is, in connection with such action, suit or proceeding, or any appeal therein. The Union shall not so indemnify any such person unless it shall be concluded as provided in Section 3 of this Article that such person, and the person whose legal representative he is, acted in good faith and in a manner he reasonably believed to be in the best interest of the Union.

Section 2. Determination of Indemnification. The conclusion provided for in section 1 of this Article may be reached by any one of the following: the Executive Board of the Union by a consent in writing signed by a majority of the Board who were not parties to such action, suit or proceeding; independent legal counsel selected by a consent in writing signed by a majority of those Executive Board members who were not parties to such action, suit or proceeding. Such person shall also be entitled to apply to a court for such conclusion, upon application as provided

in Section 3, even though the conclusion reached by any of the foregoing shall have been adverse to him or to the person whose legal representative he is.

Section 3. Request for Indemnification. An application for indemnification or for a conclusion as provided in this Article shall be made to the court in which the action is pending or, in the absence thereof, to the Superior Court for the county where the principal office of the Union is located. The application shall be made in such manner and form as may be required by the applicable rules of the court or, in the absence thereof, by direction of the court. The court may also direct that notice be given in such manner as it may require at the expense of the Union and to such other persons as the court may designate.

Section 4. Expenses. Expenses incurred in defending an action, suit or proceeding which are indemnified under this Article may be paid by the Union in advance of the final disposition of such action, suit or proceeding as authorized by the Executive Board upon agreement by or on behalf of the Executive Board members, Officer, employee or agent, or his legal representative, to repay such amount if it is later found that such expense is not indemnified by the Union as authorized in this Section.

Section 5. Restrictions on Indemnification. The Union shall not indemnify any Board Member, Officer, employee or agent against judgment, fines, amounts paid in settlement and expenses, including attorney's fees, to an extent greater than that authorized by this Article, but the Union may procure insurance providing greater indemnification and may share the premium cost with any Executive Board Member, Officer, employee or agent on such basis as may be agreed upon.

ARTICLE XIV PLEDGE OF UNION OFFICIALS

Section 1. Pledge. Officers, members of the Executive Board, Stewards and Chief Stewards shall make the following affirmation:

I, _____, pledge my honor to faithfully observe the Constitution and Bylaws of this Union; to comply with all the rules and regulations for the government thereof; not to divulge or make known any private proceedings of this Union; to perform faithfully all the duties assigned to me to the best of my ability and skill; to so conduct myself at all times as not to bring reproach upon my Union, and at all times to bear true and faithful allegiance to the Municipal Employees Union "Independent", Inc.

ARTICLE XV AMENDMENTS

The bylaws may amended by a two-thirds (2/3) vote of the Delegates and Executive Board members at a regular convention or a special convention called for such purpose. Any Delegate or Executive Board member may propose an amendment to the bylaws. Any proposed

amendment must be forwarded, in writing, to the Secretary not less than thirty (30) days before the opening date of the convention. The Secretary shall send written notice of the proposed bylaw change to all Delegates.

ARTICLE XVI
PARTICIPATION IN SEIU ACTIVITIES

Section 1. Selection. When this Union selects delegates for SEIU conventions or participates in SEIU activities, the applicable provision of the SEIU Constitution and Bylaws will control.

Section 2. Eligibility. In order to be eligible selection as a Delegate to the SEIU convention, a person must have been a Member in good standing for a minimum of two (2) years.